

# STATEMENT OF FINANCIAL AFFAIRS

## UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re: Southland Mall, L.P.

Case Number: 09-11992

Debtor.

This statement is to be completed by every debtor. Spouses filing a joint petition may file a statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

### DEFINITIONS

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within the six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101.

#### 1. Income from employment or operation of business

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed).

See attachment 1 of the Statement of Financial Affairs

#### 2. Income other than from employment or operation of business

None ☐ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two year** immediately preceding the commencement of this case. Give particular If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed).

See attachment 2 of the Statement of Financial Affairs

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### 3. Payments to Creditors

*Complete a. or b., as appropriate, and c.*

None  
☒ *a. Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None  
☐ *b. Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**See attachment 3b of the Statement of Financial Affairs**

None  
☒ *c. All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**See Attachment 3c of the Statement of Financial Affairs for GGP Limited Partnership**

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### 4. Suits, executions, garnishments, and attachments

None  
☐ *a.* List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**See attachment 4a of the Statement of Financial Affairs**

None  
☐ *b.* Describe all property that has been attached, garnished, or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**In the ordinary course of business, the Debtors may be obligated to withhold amounts from the paychecks of various regular employees in connection with garnishment orders or other state law withholding orders. The Debtors believe that these amounts do not constitute property of the estate and, accordingly, are not responsive to this question. Moreover, out of concerns for the confidentiality of the Debtors' employees, the Debtors have not listed any such garnishment in response to this question.**

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### 5. Repossessions, foreclosures, and returns

None  
☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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### 6. Assignments and receiverships

None  
☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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None  
☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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### 7. Gifts

None  
☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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### 8. Losses

None  
☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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### 9. Payments related to debt counseling or bankruptcy

None  
☒ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, or consultation concerning debt consolidation, relief under the bankruptcy laws, preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

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### 10. Other transfers

None  
☒ List all other property, other than property transferred in the ordinary course of the business or financial affairs of the Debtor transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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None  
☒ b. List all property transferred by the debtor within **two years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

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**11. Closed financial accounts**

None  
☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**See attachment 11 of the Statement of Financial Affairs**

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**12. Safe deposit boxes**

None  
☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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**13. Setoffs**

None  
☒ List all setoffs made by any creditor, including a bank, against debts or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**In the ordinary course of its business prior to the Petition Date (and subsequent to the Petition Date pursuant to Bankruptcy Court approval), Debtors routinely agreed to (and continue to agree to) provide rent credits or other setoffs to tenants under real property leases as a result of tenant overpayments of non-rent items, tenant improvement allowances and other matters. Given the high number and normal course nature of these setoffs, the Debtors have not reflected these setoffs under Question 13.**

**On April 2, 2009, U.S. Bank National Association ("U.S. Bank") notified GGP Limited Partnership ("GGPLP") of an event of default under the parties' standard form master agreement promulgated by the International Swap and Derivatives Association, Inc. ("ISDA") dated as of July 31, 2008 (the "ISDA Master Agreement"). U.S. Bank then froze a portion of the funds in a general deposit account ("Deposit Account") that GGPLP maintained at U.S. Bank. The following day U.S. Bank declared \$3,627,764.24 due and owing under the ISDA Master Agreement and withdrew and set off that amount from the Deposit Account. GGPLP and the Debtors reserve all rights in connection with the setoff and the withdrawal of funds from the Deposit Account at U.S. Bank.**

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**14. Property held for another person**

None  
☒ List all property owned by another person that the debtor holds or controls.

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**15. Prior address of debtor**

None  
☒ If the debtor has moved within the **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

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**16. Spouses and Former Spouses**

None  
☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington or Wisconsin) within **eight-years** immediately preceding the commencement of this case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

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## 17. Environmental Information

For the purposes of this questions, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

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|---|--|
| None<br><input checked="" type="checkbox"/> | a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law. |
| <hr/>                                       |  |
| None<br><input checked="" type="checkbox"/> | b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.   |
| <hr/>                                       |  |
| None<br><input checked="" type="checkbox"/> | c. List all judicial or administrative proceedings, including settlements or order, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.                    |
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## 18. Nature, location, and names of business

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|---|--|
| None<br><input checked="" type="checkbox"/> | <p>a. <i>If the debtor is an individual,</i> list the names, addresses and taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was a self-employed professional within the <b>six-years</b> immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting of equity securities within the <b>six-years</b> immediately preceding the commencement of this case</p> <p style="padding-left: 40px;"><i>If the debtor is a partnership,</i> list the names, addresses and taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting securities, within the <b>six-years</b> immediately preceding the commencement of this case.</p> <p style="padding-left: 40px;"><i>If the debtor is a corporation,</i> list the names, addresses and taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting securities, within the <b>six-years</b> immediately preceding the commencement of this case.</p> |
| <hr/>                                       |  |
| None<br><input checked="" type="checkbox"/> | b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.  |
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the **six-years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sold proprietor or otherwise self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

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**19. Books, records and financial statements**

None  
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a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

**Edmund Hoyt, Chief Financial Officer from 10/03/08 to present.**  
**Bernard Freibaum, Chief Financial Officer from 10/18/93 to 10/03/08.**

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None  
☐

b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

**NAME AND ADDRESS**

**Deloitte & Touche LLP – Chicago, IL**

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None  
☒

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

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None  
☐

d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the **two years** immediately preceding the commencement of this case by the debtor.

**General Growth files reports with the SEC (collectively, the 'SEC Filings') which contain consolidated financial information relating to General Growth and its affiliates. Because the SEC Filings are of public record, the Debtors do not maintain records of the parties who requested or obtained copies of any of the SEC Filings from the SEC, the Debtors or other sources. In addition, Debtors provide reporting information to lenders as required by their individual loan agreements, which information may include financial statements of the Debtors.**

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**20. Inventories**

None  
☒

a. List the dates of the last two inventories taken of the debtor's property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

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None  
☒

b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

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**21. Current Partners, Officers, Directors and Shareholders**

None  
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a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

None  
☐

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent of more of the voting or equity securities of the corporation.

**See attachment 21b of the Statement of Financial Affairs**

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**22. Former partners, officers, directors, and shareholders.**

None  
☐

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

**See attachment 22a of the Statement of Financial Affairs**

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None  
☐

b. If the debtor is a corporation, list all officers, or directors whose relationships with the corporation terminated within **one year** immediately preceding the commencement of this case.

**See attachment 22b of the Statement of Financial Affairs**

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**23. Withdrawals from a partnership or distributions by a corporation**

None  
☒

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

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**24. Tax Consolidation Group**

None  
☒

If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the **six-years** immediately preceding the commencement of this case.

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**25. Pension Funds**

None  
☒

If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six-years** immediately preceding the commencement of this case.

1. Income from employment or operation of business.

<u>Year</u>	<u>Amount</u>
12/31/2007 Annual Gross Revenue	\$19,552,604
12/31/2008 Annual Gross Revenue	\$20,613,363
3/31/2009 YTD Gross Revenue	\$4,830,451



**2. Income other than from employment or operation of business.**

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<u>Type of Income</u>	<u>2007</u>	<u>2008</u>	<u>3/31/2009 YTD</u>
OTHER INCOME	\$434,793	\$368,838	\$65,384

**Specific Notes**

Types of "other" income include, without limitation, gain/loss on disposition of assets, finance interests income, royalty revenue, vending income, sponsorship income, and advertising venues and sales

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## 3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
ADT SECURITY SERVICES, INC.	P.O. BOX 371956	PITTSBURGH, PA 15250-7956	1/26/2009	10302772	\$137	
ADT SECURITY SERVICES, INC.	P.O. BOX 371956	PITTSBURGH, PA 15250-7956	1/26/2009	10302772	\$137	
ADT SECURITY SERVICES, INC.	P.O. BOX 371956	PITTSBURGH, PA 15250-7956	1/26/2009	10302772	\$137	
ADT SECURITY SERVICES, INC.	P.O. BOX 371956	PITTSBURGH, PA 15250-7956	1/28/2009	10303662	\$1,248	
ADT SECURITY SERVICES, INC.	P.O. BOX 371956	PITTSBURGH, PA 15250-7956	2/17/2009	10308439	\$1,248	
ADT SECURITY SERVICES, INC.	P.O. BOX 371956	PITTSBURGH, PA 15250-7956	3/30/2009	10314723	\$1,248	
TOTAL						\$4,155
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/15/2009	7182846	\$45	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/23/2009	7178710	\$84	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/19/2009	7181349	\$100	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/23/2009	7178710	\$141	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/23/2009	7178710	\$241	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/16/2009	7178395	\$282	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/23/2009	7178710	\$282	
TOTAL						\$1,174
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	3/2/2009	10311809	\$346	
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	2/10/2009	10307276	\$346	
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	3/2/2009	10311809	\$101,717	
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	2/10/2009	10307276	\$104,702	
TOTAL						\$207,112
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	1/27/2009	10303823	\$24	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	4/6/2009	10316091	\$25	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/11/2009	10312784	\$25	

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## 3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/11/2009	10312784	\$26	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	2/4/2009	10305826	\$26	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	2/18/2009	10308625	\$26	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	4/6/2009	10316091	\$26	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/5/2009	10311565	\$28	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	1/27/2009	10303823	\$31	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	4/6/2009	10316091	\$33	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	1/21/2009	10302460	\$33	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/11/2009	10312784	\$33	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	4/6/2009	10316091	\$34	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/5/2009	10311565	\$34	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	2/4/2009	10305826	\$35	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/11/2009	10312784	\$36	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	2/10/2009	10307073	\$37	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/11/2009	10312784	\$43	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	2/10/2009	10307073	\$44	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	2/4/2009	10305826	\$54	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	1/27/2009	10303823	\$65	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/5/2009	10311565	\$68	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	4/6/2009	10316091	\$203	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/5/2009	10311565	\$206	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/18/2009	10313673	\$227	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	2/10/2009	10307073	\$227	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	1/27/2009	10303823	\$232	

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## 3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	1/27/2009	10303823	\$247	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	4/6/2009	10316091	\$249	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/5/2009	10311565	\$265	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	4/6/2009	10316091	\$698	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	1/27/2009	10303823	\$702	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/5/2009	10311565	\$782	
<b>TOTAL</b>						<b>\$4,820</b>
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	4/8/2009	7182166	\$1,481	
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	3/23/2009	7181496	\$1,904	
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/2/2009	7179062	\$2,154	
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/27/2009	7180286	\$3,251	
<b>TOTAL</b>						<b>\$8,791</b>
BEARCOM	P.O. BOX 200600	DALLAS, TX 75320-0600	1/26/2009	10303633	\$850	
BEARCOM	P.O. BOX 200600	DALLAS, TX 75320-0600	2/2/2009	10305476	\$2,618	
<b>TOTAL</b>						<b>\$3,468</b>
CD COMMUNICATION SERVICES	13 CORPORATE PLAZA, SUITE 120	NEWPORT BEACH, CA 92660	2/2/2009	10304557	\$375	
CD COMMUNICATION SERVICES	13 CORPORATE PLAZA, SUITE 120	NEWPORT BEACH, CA 92660	3/2/2009	10310594	\$375	
<b>TOTAL</b>						<b>\$750</b>
CINTAS CORPORATION (P-CARD ONL	P.O. BOX 625737	CINCINNATI, OH 45262	3/23/2009	7181496	\$141	
CINTAS CORPORATION (P-CARD ONL	P.O. BOX 625737	CINCINNATI, OH 45262	3/6/2009	7180674	\$263	
CINTAS CORPORATION (P-CARD ONL	P.O. BOX 625737	CINCINNATI, OH 45262	3/6/2009	7180674	\$845	
<b>TOTAL</b>						<b>\$1,248</b>
CITY OF HAYWARD	777 B STREET [ACCOUNTS RECEIVABLE]	HAYWARD, CA 94541-5007	3/11/2009	10303938	\$112	
CITY OF HAYWARD	777 B STREET [ACCOUNTS RECEIVABLE]	HAYWARD, CA 94541-5007	3/4/2009	10311566	\$287	
CITY OF HAYWARD	777 B STREET [ACCOUNTS RECEIVABLE]	HAYWARD, CA 94541-5007	2/11/2009	10307074	\$21,250	
<b>TOTAL</b>						<b>\$21,649</b>

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## 3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
CLARK PEST CONTROL	P.O. BOX 1480 (ACCOUNTING OFFICE)	LODI, CA 95241-1480	4/3/2009	10315253	\$404	
CLARK PEST CONTROL	P.O. BOX 1480 (ACCOUNTING OFFICE)	LODI, CA 95241-1480	1/21/2009	10301674	\$404	
CLARK PEST CONTROL	P.O. BOX 1480 (ACCOUNTING OFFICE)	LODI, CA 95241-1480	2/13/2009	10307726	\$404	
TOTAL						\$1,212
CLASSIC MATERIALS	REYNALDO REYES 5100 B--1 CLAYTON RD #200	CONCORD, CA 94521	2/26/2009	10309583	\$1,000	
TOTAL						\$1,000
CLP RESOURCES, INC.	FILE #1883 P.O. BOX 6000	SAN FRANCISCO, CA 94160	1/20/2009	10295050	\$856	
CLP RESOURCES, INC.	FILE #1883 P.O. BOX 6000	SAN FRANCISCO, CA 94160	3/27/2009	10300427	\$1,070	
CLP RESOURCES, INC.	FILE #1883 P.O. BOX 6000	SAN FRANCISCO, CA 94160	3/27/2009	10301675	\$1,070	
CLP RESOURCES, INC.	FILE #1883 P.O. BOX 6000	SAN FRANCISCO, CA 94160	3/31/2009	10314153	\$1,070	
CLP RESOURCES, INC.	FILE #1883 P.O. BOX 6000	SAN FRANCISCO, CA 94160	3/27/2009	10307727	\$1,070	
CLP RESOURCES, INC.	FILE #1883 P.O. BOX 6000	SAN FRANCISCO, CA 94160	3/27/2009	10306343	\$1,070	
CLP RESOURCES, INC.	FILE #1883 P.O. BOX 6000	SAN FRANCISCO, CA 94160	1/20/2009	10296425	\$1,070	
CLP RESOURCES, INC.	FILE #1883 P.O. BOX 6000	SAN FRANCISCO, CA 94160	1/20/2009	10298522	\$1,070	
CLP RESOURCES, INC.	FILE #1883 P.O. BOX 6000	SAN FRANCISCO, CA 94160	1/20/2009	10298522	\$1,070	
CLP RESOURCES, INC.	FILE #1883 P.O. BOX 6000	SAN FRANCISCO, CA 94160	3/20/2009	10310595	\$1,712	
CLP RESOURCES, INC.	FILE #1883 P.O. BOX 6000	SAN FRANCISCO, CA 94160	3/27/2009	10304558	\$1,926	
TOTAL						\$13,054
DAHL'S EQUIPMENT RENTALS	1110 N 10TH ST	SAN JOSE, CA 95112-4409	2/24/2009	10305442	\$5,000	
TOTAL						\$5,000
DELTA WIRELESS & NETWORK SOLUT	1700 W FREMONT STREET	STOCKTON, CA 95203	2/3/2009	10303634	\$14,380	
DELTA WIRELESS & NETWORK SOLUT	1700 W FREMONT STREET	STOCKTON, CA 95203	1/21/2009	10300870	\$31,992	
TOTAL						\$46,372
DREAMSCAPE	5030 PEACH AVE.	MANTECA, CA 95337	4/3/2009	10315255	\$380	
DREAMSCAPE	5030 PEACH AVE.	MANTECA, CA 95337	1/30/2009	10304560	\$5,900	
DREAMSCAPE	5030 PEACH AVE.	MANTECA, CA 95337	1/27/2009	10303130	\$5,900	
DREAMSCAPE	5030 PEACH AVE.	MANTECA, CA 95337	1/27/2009	10303130	\$5,900	
TOTAL						\$18,080
FIRE STOP SPRINKLER COMPANY	4570 ENTERPRISE STREET	FREMONT, CA 94538-6315	3/2/2009	10310597	\$7,800	

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## 3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
TOTAL						\$7,800
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	2/27/2009	7180288	\$10	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	2/6/2009	7179310	\$30	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	1/30/2009	7178948	\$124	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	3/6/2009	7180674	\$161	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	3/12/2009	7180892	\$190	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	2/13/2009	7179595	\$473	
TOTAL						\$987
GRUNDFOS CBS INC	P.O. BOX 676875	DALLAS, TX 75267-6875	3/16/2009	10313200	\$3,791	
TOTAL						\$3,791
HAYWARD WATER SYSTEM	P.O. BOX 515147	LOS ANGELES, CA 90051-5147	3/2/2009	10307730	\$198	
TOTAL						\$198
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/15/2009	7182846	\$34	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/23/2009	7181496	\$92	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/15/2009	7182846	\$98	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/13/2009	7179595	\$146	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/8/2009	7182166	\$172	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/27/2009	7180282	\$287	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/19/2009	7181349	\$292	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/19/2009	7179949	\$410	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/12/2009	7180892	\$420	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/16/2009	7178395	\$423	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/6/2009	7180674	\$425	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/19/2009	7179949	\$584	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/27/2009	7180282	\$714	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/1/2009	7181883	\$746	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/8/2009	7182166	\$841	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/16/2009	7178395	\$1,021	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/12/2009	7180892	\$1,082	

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## 3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
TOTAL						\$7,787
JIMMY COLLINS SPECIALTIES	6118 GREEN GARDEN DR.	BAKERSFIELD, CA 93313	2/26/2009	10291251	\$5,000	
TOTAL						\$5,000
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/18/2009	10313486	\$467	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	10313078	\$819	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/6/2009	10316708	\$844	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	1/30/2009	10303131	\$1,650	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/6/2009	10316708	\$1,782	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	10313078	\$1,782	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/13/2009	10307277	\$1,782	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	1/30/2009	10303131	\$3,912	
TOTAL						\$13,038
LA QUINTA INN & SUITES HAYWARD	20777 HESPERIAN BOULEVARD	HAYWARD, CA 94541	1/23/2009	10301676	\$76	
LA QUINTA INN & SUITES HAYWARD	20777 HESPERIAN BOULEVARD	HAYWARD, CA 94541	3/12/2009	10312174	\$474	
LA QUINTA INN & SUITES HAYWARD	20777 HESPERIAN BOULEVARD	HAYWARD, CA 94541	1/23/2009	10301676	\$590	
LA QUINTA INN & SUITES HAYWARD	20777 HESPERIAN BOULEVARD	HAYWARD, CA 94541	2/26/2009	10309084	\$657	
LA QUINTA INN & SUITES HAYWARD	20777 HESPERIAN BOULEVARD	HAYWARD, CA 94541	2/18/2009	10307731	\$1,833	
TOTAL						\$3,631
M&M DISPLAY, INC.	P.O. BOX 13596	TORRANCE, CA 90503	1/30/2009	10303132	\$9,000	
TOTAL						\$9,000
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/17/2009	10313487	\$964	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/2/2009	10311810	\$964	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	2/10/2009	10307278	\$964	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	4/6/2009	10317012	\$53,125	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/17/2009	10313341	\$57,492	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	2/10/2009	10307278	\$59,106	
TOTAL						\$172,615
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/6/2009	7179310	(\$81)	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179949	\$135	

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## 3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/27/2009	7180289	\$196	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/13/2009	7179595	\$493	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/12/2009	7180892	\$1,253	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/23/2009	7178710	\$1,421	
<b>TOTAL</b>						<b>\$3,417</b>
PACIFIC GAS & ELECTRIC CO.	P.O. BOX 997300 [PAYMENT PROCESSING CTR]	SACRAMENTO, CA 95899-7300	3/19/2009	10313674	\$527	
PACIFIC GAS & ELECTRIC CO.	P.O. BOX 997300 [PAYMENT PROCESSING CTR]	SACRAMENTO, CA 95899-7300	2/10/2009	10305827	\$542	
<b>TOTAL</b>						<b>\$1,069</b>
QUALEX, INC.	P.O. BOX 641326	PITTSBURGH, PA 15264-1326	1/20/2009	10301677	\$4,000	
<b>TOTAL</b>						<b>\$4,000</b>
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/1/2009	7181883	\$270	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/8/2009	7182166	\$309	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/6/2009	7179310	\$311	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/6/2009	7180674	\$334	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/19/2009	7179949	\$707	
<b>TOTAL</b>						<b>\$1,930</b>
RGA ENVIRONMENTAL INC	1466 66 STREET	EMERYVILLE, CA 94608	1/26/2009	10303133	\$1,015	
<b>TOTAL</b>						<b>\$1,015</b>
SIGN ZONE	5924 NEW PARK MALL RD	NEWARK, CA 94560	3/19/2009	7181349	\$625	
SIGN ZONE	5924 NEW PARK MALL RD	NEWARK, CA 94560	4/1/2009	7181883	\$812	
<b>TOTAL</b>						<b>\$1,436</b>
SOUTHLAND MALL (CA)	ONE SOUTHLAND MALL DRIVE GENERAL GROWTH MGMT OFFICE	HAYWARD, CA 94545	2/13/2009	7179595	\$101	
SOUTHLAND MALL (CA)	ONE SOUTHLAND MALL DRIVE GENERAL GROWTH MGMT OFFICE	HAYWARD, CA 94545	1/23/2009	7178710	\$154	
SOUTHLAND MALL (CA)	ONE SOUTHLAND MALL DRIVE GENERAL GROWTH MGMT OFFICE	HAYWARD, CA 94545	3/25/2009	10314630	\$392	
<b>TOTAL</b>						<b>\$647</b>
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	3/2/2009	10310600	\$170	
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	2/2/2009	10303134	\$200	



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## 3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	4/7/2009	10316093	\$251	
TOTAL						\$622
T MARSHALL ASSOCIATES LTD	7042-B COMMERCE CIRCLE	PLEASANTON, CA 94588	3/23/2009	10314155	\$1,152	
TOTAL						\$1,152
TROYER'S DOOR CONTROL, INC	310 SHAW ROAD UNIT F	SO. SAN FRANCISCO, CA 94080	2/13/2009	10306344	\$70	
TROYER'S DOOR CONTROL, INC	310 SHAW ROAD UNIT F	SO. SAN FRANCISCO, CA 94080	2/5/2009	10304562	\$781	
TOTAL						\$851
UNITED RENTALS	P.O. BOX 79337	CITY OF INDUSTRY, CA 91716-9337	2/13/2009	10306345	\$1,172	
TOTAL						\$1,172
VALLEY IMPORTER	16261 CLAYPSO COURT	SAN LEANDRO, CA 94578	3/20/2009	10309584	\$1,000	
TOTAL						\$1,000
VALLEY SWEEP	1056 FISHBACK ROAD	MANTECA, CA 95337	2/3/2009	10304563	\$4,379	
VALLEY SWEEP	1056 FISHBACK ROAD	MANTECA, CA 95337	3/2/2009	10310601	\$4,879	
TOTAL						\$9,258
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/2/2009	10310602	\$1,260	
TOTAL						\$1,260
VORTEX	3198-M AIRPORT LOOP	COSTA MESA, CA 92626	1/21/2009	10301678	\$1,317	
VORTEX	3198-M AIRPORT LOOP	COSTA MESA, CA 92626	1/21/2009	10301678	\$1,657	
VORTEX	3198-M AIRPORT LOOP	COSTA MESA, CA 92626	4/7/2009	10315258	\$2,303	
VORTEX	3198-M AIRPORT LOOP	COSTA MESA, CA 92626	2/18/2009	10307733	\$2,474	
TOTAL						\$7,751
WALTZ SHOE EXPRESS	42329 OSGOOD RD, UNIT "G"	FREMONT, CA 94539	4/6/2009	10308255	\$1,000	
TOTAL						\$1,000
XEROX CORPORATION	P.O. BOX 802618	CHICAGO, IL 60680-2618	4/13/2009	10317406	\$362	
XEROX CORPORATION	P.O. BOX 802618	CHICAGO, IL 60680-2618	1/20/2009	10301679	\$362	
XEROX CORPORATION	P.O. BOX 802618	CHICAGO, IL 60680-2618	3/2/2009	10310603	\$362	
TOTAL						\$1,086

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
TOTAL						\$600,397

Specific Notes

The dates set forth in the “Date of Payment” column relate to one of the following: (i) the date of a wire transfer; (ii) the date of an “ACH” payment; or (iii) the clearance date for a check or money order. In addition to the payments disclosed in response to this Question, the Debtors engaged in numerous transactions, including payments and other transfers, with their Debtor and non-Debtor affiliates on a daily basis. Given the significant volume and ordinary course nature of such transactions, the Debtors may not have listed all such transactions in response to this Question 3(b).

**Southland Mall, L.P.**  
**Case Number: 09-11992**

**Attachment 4a**

**4a. Suits and Administrative Proceedings - Debtor as Plaintiff**

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Case Name	Case Number	Court Name and Location
SOUTHLAND MALL V. B&M GRACE, INC. DBA Q IMAGE	HG09458084	SUPERIOR COURT OF CA - COUNTY OF ALEMADA, CA

If a Debtor entity does not appear as a named party in a particular line item on this Statement of Financial Affairs it is because that Debtor is named under the full case name rather than the abbreviated case caption set forth on this Schedule. If multiple Debtors are parties in a given proceeding, that proceeding will be listed on Attachment 4(a) of the Statement for each Debtor named. Attachment 4(a)(i) lists those suits where the Debtor is a Plaintiff; Attachment 4(a)(ii) lists those suits where the Debtor is a Defendant.

Southland Mall, L.P.  
Case Number: 09-11992

Attachment 4a(ii)

4a(ii). Suits and Administrative Proceedings - Debtor as Defendant

Case Name	Case Number	Court Name and Location
J.H. BRYANT JR., INC. V. SOUTHLAND MALL, L.P.	RG09435820	SUPERIOR COURT OF CA, ALAMEDA COUNTY; CALIFORNIA

Specific Notes

11. Closed Financial Accounts

<u>Bank</u>	<u>Bank Address</u>	<u>City, State Zip</u>	<u>Account Number</u>	<u>Description</u>	<u>Close Date</u>
US BANK	135 S. LASALLE STREET	CHICAGO, IL 60603	104790408595	ANALYZED CHECKING (80/1L)	3/25/2009
US BANK	135 S. LASALLE STREET	CHICAGO, IL 60603	104790408587	ANALYZED CHECKING (80/1L)	3/25/2009
US BANK	135 S. LASALLE STREET	CHICAGO, IL 60603	104790408579	ANALYZED CHECKING (80/1L)	3/25/2009
US BANK	135 S. LASALLE STREET	CHICAGO, IL 60603	104790408561	ANALYZED CHECKING (80/1L)	3/25/2009
US BANK	135 S. LASALLE STREET	CHICAGO, IL 60603	104790408553	ANALYZED CHECKING (80/1L)	3/25/2009
US BANK	135 S. LASALLE STREET	CHICAGO, IL 60603	104790408546	ANALYZED CHECKING (80/1L)	3/25/2009

Specific Notes

Despite their reasonable efforts to identify all bank accounts of the Debtors closed within one year of the Petition Date, due to the large number of bank accounts maintained by the Debtors, it is possible that certain bank accounts in addition to the accounts listed herein were closed during the one year period prior to the Petition Date.

**21a. Current Partners and Shareholders**

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State and Zip</u>
ADAM S. METZ	CHIEF EXECUTIVE OFFICER OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
CAROL A. WILLIAMS	ASSISTANT SECRETARY OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
CHARLES H. CREMENS	DIRECTOR (INDEPENDENT) OF GENERAL PARTNER	230 CEDAR STREET	CHATHAM, MA 02633
EDMUND J. HOYT	TREASURER OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
HOWARD A. SIGAL	ASSISTANT SECRETARY OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
JOHN V. HOWARD	DIRECTOR (INDEPENDENT) OF GENERAL PARTNER	545 THERESA DRIVE	BOULDER, CO 80303
KATHLEEN M. COURTIS	VICE PRESIDENT OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
LINDA J. WIGHT	VICE PRESIDENT & ASSISTANT SECRETARY OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
MICHAEL CHIMITRIS	ASSISTANT SECRETARY OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
ROBERT A. MICHAELS	DIRECTOR OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
ROBERT A. MICHAELS	CHIEF OPERATING OFFICER OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
RONALD L. GERN	SENIOR VICE-PRESIDENT & SECRETARY OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
SHARON M. POLONIA	EXECUTIVE VICE-PRESIDENT OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
SOUTHLAND MALL, INC.	GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
THOMAS H. NOLAN, JR.	DIRECTOR OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
THOMAS H. NOLAN, JR.	PRESIDENT OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606

**Specific Notes**

Stockholders that own, control, or hold 5 percent or more of the voting or equity securities of Debtor named above can be found on the organizational chart on Exhibit B-13.

**22 Former Partners, Officers, Directors and Shareholders**

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Address</u></b>	<b><u>City, State, Zip</u></b>
BERNARD FREIBAUM	EXECUTIVE VICE PRESIDENT AND TREASURER OF GENERAL PARTNER	110 N. WACKER DRIVE	CHICAGO, IL 60606
BERNARD FREIBAUM	DIRECTOR OF GENERAL PARTNER	110 N. WACKER DRIVE	CHICAGO, IL 60606
JAMES D. LANO	ASSISTANT SECRETARY OF GENERAL PARTNER	110 N. WACKER DRIVE	CHICAGO, IL 60606
JEAN SCHLEMMER	SENIOR VICE PRESIDENT OF GENERAL PARTNER	110 N. WACKER DRIVE	CHICAGO, IL 60606
JOHN W. STEELE, III	ASSISTANT SECRETARY OF GENERAL PARTNER	110 N. WACKER DRIVE	CHICAGO, IL 60606
MARY S. STAWIKEY	DIRECTOR (INDEPENDENT) OF GENERAL PARTNER	2711 CENTERVILLE ROAD, SUITE 40	WILMINGTON, DE 198
SUZANNE M. HAY	DIRECTOR (INDEPENDENT) OF GENERAL PARTNER	2711 CENTERVILLE ROAD, SUITE 40	WILMINGTON, DE 198

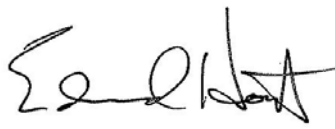
**Specific Notes**

**DECLARATION CONCERNING DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS**

I, authorized signatory of this debtor entity, declare under penalty of perjury that I have read the answers contained in the foregoing Statement of Financial Affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

SOUTHLAND MALL, L.P.

**Date:** August 26, 2009

**By:**   
EDMUND HOYT, Authorized Signatory

*Penalty for making a false statement: Fine of up to \$500,000, or imprisonment for up to 5 years, or both. 18 U.S.C. § 152 and 3571.*